

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re	: Chapter 11 Case No.
	:
LEHMAN BROTHERS HOLDINGS INC., <i>et al.</i>,	: 08-13555 (JMP)
	:
Debtors.	: (Jointly Administered)
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	:
LEHMAN BROTHERS HOLDINGS INC.,	:
Plaintiff,	: Adv. Pro. No. 10-02823
	:
v.	:
	:
JEFFREY SOFFER,	:
FONTAINEBLEAU RESORTS, LLC	: BC 14,0018
Defendants.	:
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FINAL CONSENT JUDGMENT

WHEREAS, on or about February 11, 2010, Lehman Brothers Holdings Inc. (“Lehman” or “Plaintiff”) commenced the above-captioned adversary proceeding by filing a complaint against defendants Jeffrey Soffer and Fontainebleau Resorts, LLC (together, “Guarantors” or “Defendants”) alleging three claims for breach of contract and one claim for unjust enrichment;

WHEREAS, on or about September 9, 2011, Defendants filed their Answer, Affirmative Defenses, and Counterclaims, which was subsequently amended on December 21, 2011, alleging counterclaims against Lehman for (i) fraudulent inducement/fraudulent concealment; and (ii) unjust enrichment;

WHEREAS, on or about January 13, 2012, Plaintiff filed a Motion to Dismiss Defendants' Amended Counterclaims, which was subsequently granted by the Court on August 30, 2012;

WHEREAS, Plaintiff and Defendants (together, the "Parties") have entered into a separate, confidential Settlement Agreement pursuant to which all issues and claims asserted between them have been duly and permanently resolved;

WHEREAS, the Parties have consented to entry of this final judgment ("Final Judgment") without a trial or final adjudication of any issue of fact or law;

WHEREAS, Defendants waive any answer or defense which they may have, and hereby consent to the entry of the Final Judgment against them with respect to the Plaintiff's claims as set forth below.

NOW, THEREFORE, IT IS HEREBY AGREED, ORDERED AND ADJUDGED THAT JUDGMENT is entered as follows:

1. This Court has jurisdiction over the Parties and the subject matter of this adversary proceeding, and Defendants consent to the jurisdiction of this Court to enter the Final Judgment as against them in this proceeding.
2. Final Judgment is hereby entered in favor of Plaintiff against Defendants on all claims asserted in this adversary proceeding in the amount of \$214,260,459.00.
3. Each party shall bear its own costs of suit and attorneys' fees.
4. This Court shall have exclusive jurisdiction for the purpose of enabling any Party to apply to this Court at any time for further orders and directions as may be necessary or appropriate to carry out or construe this Final Judgment, to modify or terminate any of its provisions, or to enforce compliance herewith.

5. Each undersigned Party has obtained the advice of counsel and is consenting and agreeing to all of the terms of this Final Judgment freely and voluntarily.
6. The Clerk of Court shall enter this Final Judgment promptly on the docket of the Court.

AGREED AND CONSENTED TO:

LEHMAN BROTHERS HOLDINGS INC.

FONTAINEBLEAU RESORTS, LLC

By: /s/ Jonas Stiklorius

By: /s/ Stuart I Oran

Name: Jonas Stiklorius

Name: Stuart I Oran

Title: Authorized Signatory

Title: Member, Bd of Mgrs

/s/ Jeffrey Soffer

JEFFREY SOFFER

AGREED AND CONSENTED TO FORM AND SUBSTANCE:

MEISTER SEELIG & FEIN LLP

WEIL, GOTSHAL & MANGES LLP

/s/ Christopher J. Major

/s/ Jacqueline Marcus

Stephen B. Meister

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*Attorneys for Plaintiff Lehman Brothers
Holdings Inc.*

SO ORDERED:

Dated: New York, New York
January 31, 2014

s/ James M. Peck

UNITED STATES BANKRUPTCY JUDGE